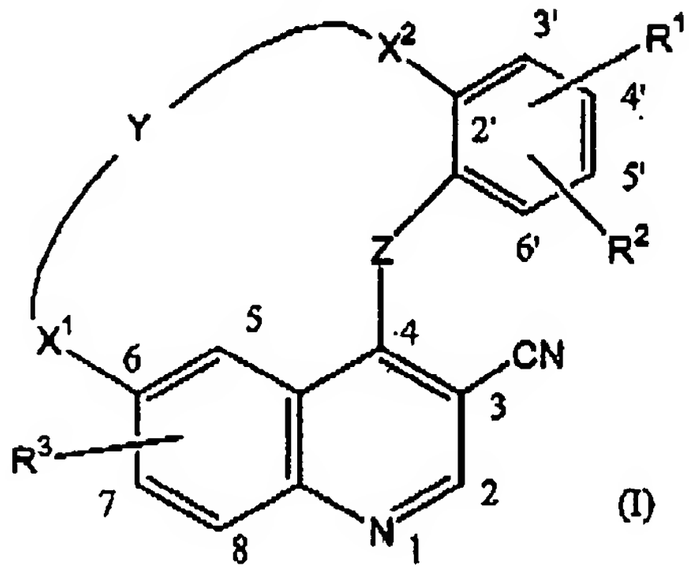
Listing of Claims:

This listing of claims replaces all prior versions, and listings, of claims in the captioned application.

1. **(currently amended)** A compound having the formula



(I)

the N-oxide forms, the pharmaceutically acceptable addition salts and the stereochemically isomeric forms thereof, wherein

Z represents NH;

Y represents -C_{1-5}alkylene-NR^{12}-C_{1-5}alkylene;

X^1 represents O;

X^2 represents a direct bond;

R^1 represents hydrogen, cyano, halo, hydroxy, formyl, C_{1-6}alkoxy-, C_{1-6}alkyl-,
C_{1-6}alkoxy- substituted with halo,
C_{1-4}alkyl substituted with one or where possible two or more substituents selected from hydroxy or halo;

R^2 represents hydrogen, cyano, halo, hydroxy, hydroxycarbonyl-, Het^{16}-carbonyl-,
C_{1-4}alkyloxycarbonyl-, C_{1-4}alkylcarbonyl-, aminocarbonyl-,
mono-or di(C_{1-4}alkyl)aminocarbonyl-, Het^1, formyl, C_{1-4}alkyl-, C_{2-6}alkynyl-,
C_{3-6}cycloalkyl-, C_{3-6}cycloalkyloxy-, C_{1-6}alkoxy-, Ar^5, Ar^1-oxy-, dihydroxyborane ,
C_{1-6}alkoxy- substituted with halo,
C_{1-4}alkyl substituted with one or where possible two or more substituents selected from halo, hydroxy or NR^4R^5,

C_{1-4}alkylcarbonyl- wherein said C_{1-4}alkyl is optionally substituted with one or where possible two or more substituents selected from hydroxy or C_{1-4}alkyl-oxy-;

R^3 represents hydrogen, hydroxy, Ar^3-oxy, Ar^4-C_{1-4}alkyloxy-, C_{1-4}alkyloxy-, C_{2-4}alkenyloxy- optionally substituted with Het^{12} or R^3 represents C_{1-4}alkyloxy substituted with one or where possible two or more substituents selected from C_{1-4}alkyloxy-, hydroxy, halo, Het^2-, -NR^6R^7, -carbonyl- NR^8R^9 or Het^3-carbonyl-;

R^4 and R^5 are each independently selected from hydrogen or C_{1-4}alkyl;

R^6 and R^7 are each independently selected from hydrogen, C_{1-4}alkyl, Het^8, aminosulfonyl-, mono- or di(C_{1-4}alkyl)-aminosulfonyl, hydroxy-C_{1-4}alkyl-, C_{1-4}alkyl-oxy-C_{1-4}alkyl-, hydroxycarbonyl-C_{1-4}alkyl-, C_{3-6}cycloalkyl, Het^9-carbonyl-C_{1-4}alkyl-, Het^{10}-carbonyl-, polyhydroxy-C_{1-4}alkyl-, Het^{11}-C_{1-4}alkyl- or Ar^2-C_{1-4}alkyl-;

R^8 and R^9 are each independently selected from hydrogen, C_{1-4}alkyl, C_{3-6}cycloalkyl, Het^4, hydroxy-C_{1-4}alkyl-, C_{1-4}alkyloxyC_{1-4}alkyl- or polyhydroxy-C_{1-4}alkyl-;

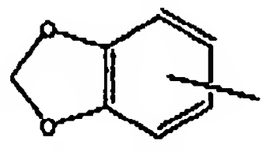
R^{12} represents hydrogen, C_{1-4}alkyl, Het^{13}, Het^{14}-C_{1-4}alkyl- or phenyl optionally substituted with one or where possible two or more substituents selected from hydrogen, hydroxy, amino or C_{1-4}alkyloxy-;

Het^1 represents a heterocycle selected from piperidinyl, morpholinyl, piperazinyl, furanyl, pyrazolyl, dioxolanyl, thiazolyl, oxazolyl, imidazolyl, isoxazolyl, oxadiazolyl, pyridinyl or pyrrolidinyl wherein said Het^1 is optionally substituted amino, C_{1-4}alkyl, hydroxy-C_{1-4}alkyl-, phenyl, phenyl-C_{1-4}alkyl-, C_{1-4}alkyl-oxy-C_{1-4}alkyl- mono- or di(C_{1-4}alkyl)amino- or amino-carbonyl-;

Het^2 represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl, pyrrolidinyl, thiomorpholinyl or dithianyl wherein said Het^2 is optionally substituted with one or where possible two or more substituents selected from hydroxy, halo, amino, C_{1-4}alkyl-, hydroxy-C_{1-4}alkyl-, C_{1-4}alkyl-oxy-C_{1-4}alkyl-, hydroxy-C_{1-4}alkyl-oxy-C_{1-4}alkyl-, mono- or di(C_{1-4}alkyl)amino-, mono- or di(C_{1-4}alkyl)amino-C_{1-4}alkyl-, aminoC_{1-4}alkyl-, mono- or di(C_{1-4}alkyl)amino-sulfonyl-, aminosulfonyl-;

Het^3, Het^4 and Het^8 each independently represent a heterocycle selected from morpholinyl, piperazinyl, piperidinyl, furanyl, pyrazolyl, dioxolanyl, thiazolyl, oxazolyl, imidazolyl, isoxazolyl, oxadiazolyl, pyridinyl or pyrrolidinyl wherein said Het^3, Het^4 or Het^8 is optionally substituted with one or where possible two or more substituents selected from hydroxy-, amino-, C_{1-4}alkyl-, C_{3-6}cycloalkyl-C_{1-4}alkyl-, aminosulfonyl-, mono- or di(C_{1-4}alkyl)aminosulfonyl or amino-C_{1-4}alkyl-;

Het^{9} and Het^{10} each independently represent a heterocycle selected from furanyl, piperidinyl, morpholinyl, piperazinyl, pyrazolyl, dioxolanyl, thiazolyl, oxazolyl, imidazolyl, isoxazolyl, oxadiazolyl, pyridinyl or pyrrolidinyl wherein said Het^{9} or Het^{10} is optionally substituted C_{1-4}alkyl, C_{3-6}cycloalkyl-C_{1-4}alkyl- or amino-C_{1-4}alkyl-;

Het^{11} represents a heterocycle selected from indolyl or  ;

Het^{12} represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl, pyrrolidinyl, thiomorpholinyl or dithianyl wherein said Het^{12} is optionally substituted with one or where possible two or more substituents selected from hydroxy, halo, amino, C_{1-4}alkyl-, hydroxy-C_{1-4}alkyl-, C_{1-4}alkyl-oxy-C_{1-4}alkyl-, hydroxy-C_{1-4}alkyl-oxy-C_{1-4}alkyl-, mono- or di(C_{1-4}alkyl)amino- or mono- or di(C_{1-4}alkyl)amino-C_{1-4}alkyl-;

Het^{13} represent a heterocycle selected from pyrrolidinyl or piperidinyl wherein said Het^{13} is optionally substituted with one or where possible two or more substituents selected from C_{1-4}alkyl, C_{3-6}cycloalkyl, hydroxy-C_{1-4}allkyl-, C_{1-4}alkyloxyC_{1-4}alkyl or polyhydroxy-C_{1-4}alkyl-;

Het^{14} represent a heterocycle selected from morpholinyl, pyrrolidinyl, piperazinyl or piperidinyl wherein said Het^{14} is optionally substituted with one or where possible two or more substituents selected from C_{1-4}alkyl, C_{3-6}cycloalkyl, hydroxy-C_{1-4}allkyl-, C_{1-4}alkyloxyC_{1-4}alkyl or polyhydroxy-C_{1-4}alkyl-;

Het^{16} represent a heterocycle selected from morpholinyl, pyrrolidinyl, piperazinyl, 1,3,2-dioxaborolane or piperidinyl wherein said heterocycle is optionally substituted with one or more substituents selected from C_{1-4}alkyl; and

Ar^{1}, Ar^{2}, Ar^{3}, Ar^{4} and Ar^{5} each independently represent phenyl optionally substituted with cyano, C_{1-4}alkylsulfonyl-, C_{1-4}alkylsulfonylamino-, aminosulfonylamino-, hydroxy-C_{1-4}alkyl, aminosulfonyl-, hydroxy-, C_{1-4}alkyloxy- or C_{1-4}alkyl.

2. **(currently amended)** A compound according to claim 1 wherein;

R^1 represents halo;

R^2 represents hydrogen, cyano, halo, hydroxy, hydroxycarbonyl-, C_{1-4}alkyloxycarbonyl-, Het^{16}-carbonyl-, C_{2-6}alkynyl-, Ar^5 or Het^1;

~~In a further embodiment R^2 represents hydrogen, cyano, halo, hydroxy, C_{2-6}alkynyl or Het^1;~~

R^3 represents hydrogen, hydroxy, C_{1-4}alkyloxy-, Ar^4-C_{1-4}alkyloxy or R^3 represents C_{1-4}alkyloxy substituted with one or where possible two or more substituents selected from C_{1-4}alkyloxy- or Het^2-;

R^{12} represents Het^{14}-C_{1-4}alkyl, in particular morpholinyl-C_{1-4}alkyl;

Het^1 represents thiazolyl optionally substituted amino, C_{1-4}alkyl, hydroxy-C_{1-4}alkyl-, phenyl, phenyl-C_{1-4}alkyl-, C_{1-4}alkyl-oxy-C_{1-4}alkyl- mono- or di(C_{1-4}alkyl)amino- or amino-carbonyl;

Het^2 represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl or pyrrolidinyl wherein said Het^2 is optionally substituted with one or where possible two or more substituents selected from hydroxy, amino or C_{1-4}alkyl-;

Het^{14} represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl or pyrrolidinyl wherein said Het^{14} is optionally substituted with one or where possible two or more substituents selected from hydroxy, amino or C_{1-4}alkyl-;

Het^{16} represents a heterocycle selected from piperidinyl, morpholinyl or pyrrolidinyl;

Ar^4 represents phenyl optionally substituted with cyano, hydroxy-, C_{1-4}alkyloxy or C_{1-4}alkyl; and

Ar^5 represents phenyl optionally substituted with cyano, hydroxy, C_{1-4}alkyloxy or C_{1-4}alkyl.

3. (previously presented) A compound according to claim 1 wherein;

R^1 represents hydrogen or halo;

R^2 represents hydrogen, cyano, halo, hydroxycarbonyl-, C_{1-4}alkyloxycarbonyl-, Het^{16}-carbonyl- or Ar^5;

R^3 represents hydrogen, hydroxy, C_{1-4}alkyloxy-, Ar^4-C_{1-4}alkyloxy or R^3 represents C_{1-4}alkyloxy substituted with one or where possible two or more substituents selected from C_{1-4}alkyloxy- or Het^2-;

Het^2 represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl or pyrrolidinyl wherein said Het^2 is optionally substituted with one or where possible two or more substituents selected from hydroxy, amino or C_{1-4}alkyl-;

Het^{14} represents morpholinyl;

Het^{16} represents a heterocycle selected from morpholinyl or pyrrolidinyl;

Ar^4 represents phenyl; and

Ar^5 represents phenyl optionally substituted with cyano.

4. **(currently amended)** A compound according to claim 1, wherein the R^1 substituent is at position 4', the R^2 substituent is at position 5' and the R^3 substituent <u>is</u> at position 7 of the structure of formula (I).

5.-7. (Cancelled)

8. (previously presented) A pharmaceutical composition comprising a compound as described in Claim 1 and a pharmaceutically acceptable carrier.

9.-12 (cancelled)